



State of California
Arnold Schwarzenegger, Governor
Business, Transportation and Housing Agency

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August 3, 2004

VIA ELECTRONIC AND U.S. MAIL

Karen Feldman
Dental Director
Golden West Health Plan, Inc.
P.O. Box 5347
Oxnard, CA 93031

RE: Golden West Health Plan, Inc. Notice of Material Modification; Change in Control of Ultimate Parent Company; DMHC # 20049701 as amended; S-04-1291

Dear Ms. Feldman:

Attached please find an Order of Approval of the Notice of Material Modification ("Notice") filed by Golden West Health Plan, Inc. ("GWHP") on April 12, 2004, as amended. The Notice proposes a change of control arising from the merger of the ultimate parent company of GWHP, WellPoint Health Networks, Inc., with and into an unaffiliated entity, Anthem Holding Corp., an affiliate of Anthem, Inc.

This order is conditioned upon the faithful execution of the attached undertakings executed by GWHP, and that the merger of WellPoint into a subsidiary of Anthem as filed in the Notice as amended is effectuated not later than midnight of November 30, 2004.

If you have any questions, please contact me.

Sincerely,

LUCINDA A. EHNES
Director
Department of Managed Health Care

cc: G. Lewis Chartrand, Jr.
William Barcellona
Mark Wright
Rick Martin
Gil Riojas